

CHAPMAN AND CUTLER

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1877-1943  
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1879-1959

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December 14, 1999

2 North Central Avenue  
Phoenix, Arizona 85004  
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50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 1999-F

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the two documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

- (1) Memorandum of Lease Supplement No. 2 (BNSF 1999-F), dated as of December 15, 1999, between the Lessee and the Lessor; and
- (2) Memorandum of Trust Indenture Supplement No. 2 (BNSF 1999-F), dated as of December 15, 1999, between the Owner Trustee and the Indenture Trustee.

The primary documents to which Memorandum of Lease Supplement No. 2 (BNSF 1999-F) and Memorandum of Trust Indenture Supplement No. 2 (BNSF 1999-F) are connected are the Memorandum of Equipment Lease Agreement (BNSF 1999-F) and the Memorandum of Trust Indenture and Security Agreement (BNSF 1999-F), respectively, which were recorded on September 28, 1999.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Lessee: The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828

CHAPMAN AND CUTLER

Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration

Indenture Trustee: Allfirst Bank  
25 South Charles Street MC 101-591  
Baltimore, Maryland 21201

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 2 and Memorandum of Trust Indenture Supplement No. 2 is as set forth on Exhibit A hereto.

A fee of fifty-two (\$52.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE SUPPLEMENT NO. 2:

Memorandum of Lease Supplement No. 2 (BNSF 1999-F) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2828, dated as of December 15, 1999, covering railroad equipment bearing the reporting marks listed in the exhibit attached thereto. Memorandum of Lease Supplement No. 2 is related to the Memorandum of Equipment Lease Agreement between the Lessor and the Lessee which was recorded on September 28, 1999.

CHAPMAN AND CUTLER

(2) MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 2:

Memorandum of Trust Indenture Supplement No. 2 (BNSF 1999-F) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Allfirst Bank, as Indenture Trustee, 25 South Charles Street MC 101-591, Baltimore, Maryland 21201, dated as of December 15, 1999, covering the obligations of the Owner Trustee and the Lessee relating to railroad equipment bearing reporting marks listed in the exhibit attached thereto. The Memorandum of Trust Indenture Supplement No. 2 is related to the Memorandum of Trust Indenture and Security Agreement between the Owner Trustee and the Indenture Trustee which was recorded on September 28, 1999.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/b  
Enclosures

## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric Company Dash 9-44 CW Diesel Electric Locomotives	40	BNSF 4513 through BNSF 4514 inclusive BNSF 4517 BNSF 4520 BNSF 4533 BNSF 4536 BNSF 4556 through BNSF 4587 inclusive BNSF 4591 through BNSF 4592 inclusive

RECORDATION NO. 224385  
DEC 14 '99

FILED  
4:17 PM

MEMORANDUM OF LEASE SUPPLEMENT NO. 2  
(BNSF 1999-F)

Memorandum of Lease Supplement No. 2, made and entered into as of December 15, 1999, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

W I T N E S S E T H :

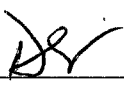
1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 1999-F), dated as of September 1, 1999 (the "*Lease Agreement*"), effective as of the date set forth in and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 28, 1999.

3. The undersigned have entered into that certain Lease Supplement No. 2 (BNSF 1999-F), dated December 15, 1999, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By 

Name: **Donald G. MacKelcan**  
Title: **Vice President**

Executed on this 6<sup>th</sup> day of December, 1999.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By \_\_\_\_\_

Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this \_\_\_\_ day of December, 1999.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 2  
(BNSF 1999-F)**

Memorandum of Lease Supplement No. 2, made and entered into as of December 15, 1999, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

**W I T N E S S E T H :**

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 1999-F), dated as of September 1, 1999 (the "*Lease Agreement*"), effective as of the date set forth in and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 28, 1999.

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IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of December, 1999.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By 

Name: L. Steven Vollmer


Title: General Director-Finance

Executed on this 2<sup>nd</sup> day of December, 1999.

STATE OF Delaware )  
 )  
COUNTY OF New Castle ) SS.:

On this, the 6<sup>th</sup> day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Donald G. Mackelcan, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on December \_\_, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: KATHLEEN A. PEDELINI  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission Expires Oct. 31, 2002  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_\_ day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December \_\_, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on December \_\_, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

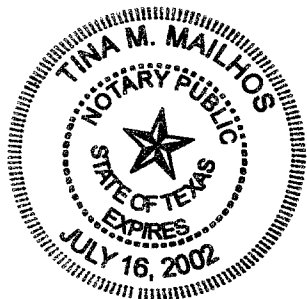
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Texas )  
 ) SS.:  
COUNTY OF Tarrant )

On this, the 2nd day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 2, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Tina Mailhos  
Name: Tina Mailhos  
Notary Public  
My Commission Expires: 7-16-02  
Residing in Fort Worth, TX

## EXHIBIT A

### UNITS

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General Electric Company Dash 9-44 CW Diesel Electric Locomotives	40	BNSF 4513 through BNSF 4514 inclusive BNSF 4517 BNSF 4520 BNSF 4533 BNSF 4536 BNSF 4556 through BNSF 4587 inclusive BNSF 4591 through BNSF 4592 inclusive